

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

-----:
In re: : Chapter 11
: Case No. 20-18445 (JKS)
RTW RETAILWINDS, INC., et al.,¹ : Jointly Administered
:
Debtors. : **Objection Deadline: Feb. 3, 2021 at 4:00 p.m. (ET)**
:
-----:

**FIFTH MONTHLY COMPENSATION AND STAFFING REPORT OF
BERKELEY RESEARCH GROUP, LLC DURING THE PERIOD
FROM NOVEMBER 1, 2020 THROUGH NOVEMBER 30, 2020**

Name of Applicant: Berkeley Research Group, LLC

Authorized to Provide Professional Services to: The debtors and debtors in possession
("Debtors")

Date of Retention: July 15, 2020 *nunc pro tunc* to July 13, 2020

Period for which Compensation and
Reimbursement is Sought: November 1, 2020 through November 30, 2020

Actual Amount of Compensation Sought as
Actual, Reasonable and Necessary: \$349,740.00²

Amount of Expense Reimbursement Sought as
Actual, Reasonable and Necessary: \$0.00

**Total Compensation and Expenses
Requested: \$349,740.00**

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: RTW Retailwinds, Inc. (1445); Lerner New York Holding, Inc. (2460); Lernco, Inc. (4787); Lerner New York, Inc. (2137); New York & Company, Inc. (4569); Lerner New York GC, LLC (6095); Lerner New York Outlet, LLC (6617); New York & Company Stores, Inc. (6483); FTF GC, LLC (7341); Lerner New York FTF, LLC (6279); Fashion to Figure, LLC (6997); FTF IP Company, Inc. (6936). The Debtors' principal place of business is 330 W. 34th St., 9th Floor, New York, New York 10001.

² This amount is inclusive of CRO fees for the month of November (\$125,000.00).

Relief Requested

This is Berkeley Research Group, LLC's ("BRG") fifth monthly compensation and staffing report (the "Monthly Report") for the period November 1, 2020 through November 30, 2020 (the "Fee Period") filed pursuant to the *Order Pursuant to Section 105 and 363 of the Bankruptcy Code (I) Authorizing the Designation of Robert Shapiro as Chief Restructuring Officer and (II) Permitting Berkeley Research Group, LLC to Provide Assistance to the Chief Restructuring Officer Nunc Pro Tunc to the Petition Date* (Dkt No. 58) (the "Retention Order")³. BRG requests: allowance of compensation in the amount of \$349,740.00 (which includes \$125,000.00 in CRO fees and \$224,740.00 in Additional Personnel fees) for actual, reasonable and necessary professional services rendered to the Debtors by BRG. No expenses were incurred during the Fee Period.

Services Rendered and Disbursements Incurred

Attached as **Exhibit A** is the schedule of Additional Personnel who rendered services to the Debtors during the Fee Period, including billing rates and the blended rate and **Exhibit B** shows the schedule of fees expended during the Fee Period by task code. Attached as **Exhibit C** are BRG's detailed time descriptions for the Fee Period which describe the time spent by each Additional Personnel.

The scope of services to be performed by BRG is set forth in the Engagement Letter, pursuant to which Mr. Robert Shapiro agreed to assume the role of Chief Restructuring Officer ("CRO") with the support of the Additional Personnel. During the Fee Period, Mr. Shapiro and the

³ Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Retention Order.

Additional Personnel have provided interim management and advisory assistance to the Debtors consistent with the Scope of Services, which is set forth below:

- a) In consultation with management of the Debtors and subject to the approval of the Board of Directors of the Debtors, develop and implement a chosen course of action to preserve asset value and maximize recoveries to stakeholders;
- b) Oversee the activities of the Debtors in consultation with other advisors and the management team to effectuate the selected course of action;
- c) Assist the Debtors and their management in developing cash flow projections and related methodologies and assist with planning for alternatives as requested by Debtors;
- d) Assist the Debtors in preparing for and operating in a Chapter 11 bankruptcy proceeding, including negotiations with stakeholders, and the formulation of a reorganization strategy and plan of reorganization directed to preserve and maximize value;
- e) Assist as requested by management in connection with the Debtors' development of their business plan, and such other related forecasts as may be required by creditor constituencies in connection with negotiations;
- f) Provide information deemed by the CRO to be reasonable and relevant to stakeholders and consult with key constituents as necessary;
- g) To the extent reasonably requested by the Debtors, offer testimony before the Bankruptcy Court with respect to the services provided by the CRO and the Additional

Personnel, and participate in depositions, including by providing deposition testimony, related thereto; and

h) Such other services as mutually agreed upon by the CRO, BRG, and the Debtors.

Notice and Objection Procedures

BRG provided notice of this Fee Statement to: (a) the Debtors, (b) counsel for the Debtors, (c) the Office of the United States Trustee for Region 3, (d) counsel for the administrative agent under the Debtor's pre-petition revolving credit facility, and (e) counsel to any official committee appointed in these chapter 11 cases.

In accordance with the Retention Order, objections to this Monthly Report must be filed and served to the undersigned within fourteen (14) days of the date of this filing. The Court will review and consider such objection in the event any objection is filed.

[Remainder of this page left intentionally blank]

Wherefore, pursuant to the Retention Order, and pending the expiration of the objection deadline, if no objections to the Monthly Report are received, BRG respectfully requests allowance of \$349,740.00, comprised of 100% of BRG's total fees for services rendered and disbursements incurred during the Fee Period.

Date: 1/20/2021

Berkeley Research Group, LLC

By /s/ Robert Shapiro
Robert Shapiro
Director
99 High Street, Suite 2700
Boston, MA 02110
(617) 673-2138



Berkeley Research Group, LLC

Exhibit A: Fees By Professional

For the Period 11/1/2020 through 11/30/2020

| Professional | Title | Billing Rate | Hours | Fees |
|---------------------|-------------------|--------------|--------------|---------------------|
| C. Flynn | Senior Associate | \$490.00 | 139.5 | \$68,355.00 |
| H. Tran | Director | \$760.00 | 148.0 | \$112,480.00 |
| N. Vazza | Case Assistant | \$150.00 | 5.1 | \$765.00 |
| R. Duffy | Managing Director | \$1,095.00 | 2.0 | \$2,190.00 |
| S. Doherty | Associate | \$315.00 | 130.0 | \$40,950.00 |
| Total | | | 424.6 | \$224,740.00 |
| Blended Rate | | | | \$529.30 |



Berkeley Research Group, LLC

Exhibit B: Fees By Task Code

For the Period 11/1/2020 through 11/30/2020

| Task Code | Hours | Fees |
|---|--------------|---------------------|
| 01. Asset Acquisition/ Disposition | 2.3 | \$1,209.50 |
| 05. Professional Retention/ Fee Application Preparation | 5.1 | \$765.00 |
| 07. Interaction/ Meetings with Debtors/ Counsel | 28.2 | \$14,720.50 |
| 08. Interaction/ Meetings with Creditors/ Counsel | 9.2 | \$4,508.00 |
| 11. Claim Analysis/ Accounting | 135.5 | \$73,422.50 |
| 14. Executory Contracts/ Leases | 8.0 | \$4,297.50 |
| 18. Operating and Other Reports | 24.8 | \$12,024.50 |
| 19. Cash Flow/Cash Management/ Liquidity | 140.7 | \$73,345.50 |
| 27. Plan of Reorganization/ Disclosure Statement | 3.5 | \$2,145.00 |
| 36. Operation Management | 38.5 | \$22,620.00 |
| 37. Vendor Management | 28.8 | \$15,682.00 |
| Total | 424.6 | \$224,740.00 |
| Blended Rate | | \$529.30 |



Berkeley Research Group, LLC

Exhibit C: Time Detail

For the Period 11/1/2020 through 11/30/2020

| Date | Professional | Hours | Description |
|--|--------------|------------|--|
| 01. Asset Acquisition/ Disposition | | | |
| 11/5/2020 | C. Flynn | 0.5 | Held meeting with Cole Schotz (R. Jareck), RTW (S. Toal, M. Schuback) re: real estate sale. |
| 11/16/2020 | H. Tran | 0.5 | Corresponded with RTW (M. Schuback) and Cole Schotz (R. Jareck, M. Percontino) re: real estate sale. |
| 11/16/2020 | C. Flynn | 0.4 | Corresponded with RTW (M. Schuback) and Cole Schotz (R. Jareck, M. Percontino) re: real estate sale. |
| 11/16/2020 | S. Doherty | 0.3 | Corresponded with RTW (M. Schuback) and Cole Schotz (R. Jareck, M. Percontino) re: real estate sale. |
| 11/24/2020 | C. Flynn | 0.6 | Reviewed final real estate sale documents. |
| Task Code Total Hours | | 2.3 | |
| 05. Professional Retention/ Fee Application Preparation | | | |
| 11/24/2020 | N. Vazza | 2.9 | Prepared September staffing report. |
| 11/24/2020 | N. Vazza | 2.2 | Continued to prepare September staffing report. |
| Task Code Total Hours | | 5.1 | |
| 07. Interaction/ Meetings with Debtors/ Counsel | | | |
| 11/2/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/2/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/2/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/2/2020 | C. Flynn | 0.2 | Corresponded with M. Percontino (Cole Schotz) re: key wind down dates and deliverables. |
| 11/3/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/3/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |

Berkeley Research Group, LLC

Invoice for the 11/1/2020 - 11/30/2020 Period

| Date | Professional | Hours | Description |
|------|--------------|-------|-------------|
|------|--------------|-------|-------------|

| |
|--|
| 07. Interaction/ Meetings with Debtors/ Counsel |
|--|

| | | | |
|------------|------------|-----|--|
| 11/3/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/4/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/4/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/4/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/5/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/5/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/6/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/6/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/6/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/9/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/9/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/9/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/10/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/10/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/10/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/11/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/11/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |

Berkeley Research Group, LLC

Invoice for the 11/1/2020 - 11/30/2020 Period

| Date | Professional | Hours | Description |
|--|--------------|-------|--|
| 07. Interaction/ Meetings with Debtors/ Counsel | | | |
| 11/11/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/12/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/12/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/12/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/13/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/13/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/13/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/16/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/16/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/16/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/17/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/17/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/17/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/18/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/18/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/19/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/19/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |

| Date | Professional | Hours | Description |
|------|--------------|-------|-------------|
|------|--------------|-------|-------------|

| |
|---|
| 07. Interaction/ Meetings with Debtors/ Counsel |
|---|

| | | | |
|------------|------------|-----|--|
| 11/19/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/20/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/20/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/20/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/23/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/23/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/23/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/24/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/24/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/24/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/25/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/25/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/25/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/30/2020 | H. Tran | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/30/2020 | S. Doherty | 0.5 | Corresponded with RTW (S. Toal, N. Beckerman) re: daily finance and TSA updates. |
| 11/30/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: disbursement planning and TSA management. |
| 11/30/2020 | C. Flynn | 0.5 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: TSA wind down discussion. |

Task Code Total Hours

28.2

Berkeley Research Group, LLC

Invoice for the 11/1/2020 - 11/30/2020 Period

| Date | Professional | Hours | Description |
|------|--------------|-------|-------------|
|------|--------------|-------|-------------|

08. Interaction/ Meetings with Creditors/ Counsel

| | | | |
|------------|----------|-----|---|
| 11/10/2020 | C. Flynn | 1.0 | Held meeting with FTI (C. Tully, M. Berkin, S. Hanson) re: cash forecast and case trajectory. |
| 11/13/2020 | C. Flynn | 1.9 | Researched UCC follow-up questions. |
| 11/13/2020 | C. Flynn | 0.4 | Corresponded with M. Berkin (FTI) re: UCC follow-up questions. |
| 11/17/2020 | C. Flynn | 1.2 | Analyzed payments for UCC request. |
| 11/19/2020 | C. Flynn | 1.1 | Prepared follow-up responses for UCC requests. |
| 11/24/2020 | C. Flynn | 1.6 | Analyzed payment history for UCC request. |
| 11/25/2020 | C. Flynn | 0.5 | Held meeting with RTW (J. Gargano, J. DeLibero) re: UCC history request. |
| 11/30/2020 | C. Flynn | 1.5 | Finalized analysis for UCC request. |

Task Code Total Hours

9.2

11. Claim Analysis/ Accounting

| | | | |
|-----------|------------|-----|--|
| 11/2/2020 | H. Tran | 1.5 | Reviewed GUC tracking spreadsheet. |
| 11/2/2020 | S. Doherty | 1.0 | Analyzed merchandise vendor trade claims in GUC pool. |
| 11/2/2020 | H. Tran | 1.0 | Analyzed priority severance claim entries. |
| 11/2/2020 | C. Flynn | 0.8 | Held meeting with J. DeLibero (RTW) re: vendor claims management. |
| 11/2/2020 | H. Tran | 0.5 | Corresponded with N. Beckerman (RTW) re: vendor claims management. |
| 11/2/2020 | S. Doherty | 0.5 | Reviewed priority severance claims. |
| 11/2/2020 | S. Doherty | 0.5 | Updated GUC summary on claims reconciliation tracker. |
| 11/2/2020 | C. Flynn | 0.4 | Corresponded with N. Beckerman (RTW) re: vendor claims management. |
| 11/3/2020 | C. Flynn | 2.4 | Reconciled preliminary general unsecured claims. |
| 11/3/2020 | C. Flynn | 2.1 | Updated claims reconciliation for latest claims. |
| 11/3/2020 | H. Tran | 1.0 | Analyzed vendor claim re: discussion with J. Gargano (RTW). |
| 11/3/2020 | H. Tran | 1.0 | Reviewed claims reconciliation for latest claims filed. |
| 11/3/2020 | S. Doherty | 1.0 | Reviewed current trade claims in register. |

Berkeley Research Group, LLC

Invoice for the 11/1/2020 - 11/30/2020 Period

| Date | Professional | Hours | Description |
|---------------------------------------|--------------|-------|---|
| 11. Claim Analysis/ Accounting | | | |
| 11/3/2020 | S. Doherty | 1.0 | Summarized key trade claims by dollar amount. |
| 11/3/2020 | C. Flynn | 0.9 | Analyzed vendor claim for discussion with J. Gargano (RTW). |
| 11/3/2020 | C. Flynn | 0.5 | Held meeting with RTW (J. DeLibero, J. Gargano) re: vendor claims reconciliation. |
| 11/3/2020 | S. Doherty | 0.5 | Met with RTW (J. Gargano, N. Beckerman) re: merchandise vendor claims reconciliation. |
| 11/3/2020 | H. Tran | 0.5 | Met with RTW (J. Gargano, N. Beckerman) re: merchandise vendor claims reconciliation. |
| 11/4/2020 | H. Tran | 1.5 | Reviewed latest claims summary. |
| 11/4/2020 | C. Flynn | 1.5 | Reviewed vendor claim for discussion with claimants Counsel. |
| 11/4/2020 | H. Tran | 1.5 | Updated summary of claims breakdown. |
| 11/4/2020 | C. Flynn | 1.3 | Analyzed new vendor claims. |
| 11/4/2020 | C. Flynn | 1.1 | Corresponded with vendors re: claims management. |
| 11/4/2020 | H. Tran | 1.0 | Analyzed priority severance claim entries. |
| 11/4/2020 | S. Doherty | 1.0 | Continued to updated claims reconciliation tracker with most recently-filed claims. |
| 11/4/2020 | S. Doherty | 1.0 | Reviewed prepetition AP file re: 503(b)(9) claims analysis. |
| 11/4/2020 | S. Doherty | 1.0 | Updated claims reconciliation tracker with most recently-filed claims. |
| 11/4/2020 | S. Doherty | 0.5 | Analyzed breakdown of secured vs. unsecured claims. |
| 11/4/2020 | H. Tran | 0.5 | Corresponded with M. Percontino (RTW) re: asserted litigation claims. |
| 11/4/2020 | H. Tran | 0.5 | Corresponded with M. Schuback (RTW) re: asserted litigation claims. |
| 11/4/2020 | H. Tran | 0.5 | Corresponded with N. Beckerman (RTW) re: vendor claim management. |
| 11/4/2020 | H. Tran | 0.5 | Corresponded with S. Perry (Prime Clerk) re: specific filed claims. |
| 11/4/2020 | S. Doherty | 0.5 | Reviewed large merchandise vendor priority claim. |
| 11/4/2020 | C. Flynn | 0.4 | Corresponded with M. Schuback (RTW) re: asserted litigation claims. |
| 11/4/2020 | C. Flynn | 0.4 | Corresponded with N. Beckerman (RTW) re: vendor claim management. |

Berkeley Research Group, LLC

Invoice for the 11/1/2020 - 11/30/2020 Period

| Date | Professional | Hours | Description |
|---------------------------------------|--------------|-------|--|
| 11. Claim Analysis/ Accounting | | | |
| 11/4/2020 | C. Flynn | 0.2 | Corresponded with M. Percontino (RTW) re: asserted litigation claims. |
| 11/4/2020 | C. Flynn | 0.2 | Corresponded with S. Perry (Prime Clerk) re: claims register. |
| 11/4/2020 | C. Flynn | 0.2 | Corresponded with S. Perry (Prime Clerk) re: specific filed claims. |
| 11/5/2020 | C. Flynn | 2.4 | Reviewed asserted litigation claims. |
| 11/5/2020 | H. Tran | 1.5 | Reviewed key merchandise vendor claims. |
| 11/5/2020 | C. Flynn | 1.2 | Reviewed key vendor claim for RTW Management. |
| 11/5/2020 | C. Flynn | 0.9 | Reviewed litigation claims with RTW legal team. |
| 11/5/2020 | C. Flynn | 0.8 | Corresponded with vendors re: claims management. |
| 11/5/2020 | H. Tran | 0.5 | Analyzed scheduled litigation claims on Statements and Schedules. |
| 11/5/2020 | H. Tran | 0.5 | Reviewed supporting document to litigation claim. |
| 11/5/2020 | S. Doherty | 0.5 | Reviewed supporting proof of claim for litigation claim. |
| 11/5/2020 | S. Doherty | 0.3 | Analyzed cure costs for transitioning vendors re: claims reconciliation. |
| 11/6/2020 | S. Doherty | 1.0 | Prepared claims tracking spreadsheet for final claim entries. |
| 11/6/2020 | C. Flynn | 0.8 | Held meeting with RTW (M. Schuback) and Cole Schotz (R. Jareck, M. Percontino) re: asserted litigation claims. |
| 11/6/2020 | C. Flynn | 0.6 | Prepared a summary of asserted litigation claims for RTW Management. |
| 11/6/2020 | H. Tran | 0.5 | Met with M. Schuback (RTW) and R. Jareck (Cole Schotz) re: CA store litigation claim. |
| 11/6/2020 | S. Doherty | 0.5 | Met with M. Schuback (RTW) and R. Jareck (Cole Schotz) re: CA store litigation claim. |
| 11/9/2020 | C. Flynn | 2.3 | Updated claims analysis summaries for latest claims. |
| 11/9/2020 | H. Tran | 1.5 | Continued to review claims reconciliation summary. |
| 11/9/2020 | H. Tran | 1.5 | Reviewed claims reconciliation summary. |
| 11/9/2020 | S. Doherty | 1.0 | Analyzed asserted secured claims in claims register. |
| 11/9/2020 | S. Doherty | 1.0 | Continued to analyze asserted secured claims in claims register. |
| 11/9/2020 | S. Doherty | 0.7 | Analyzed breakdown of admin priority claims in claims register. |

| Date | Professional | Hours | Description |
|---------------------------------------|--------------|-------|---|
| 11. Claim Analysis/ Accounting | | | |
| 11/9/2020 | H. Tran | 0.5 | Corresponded with J. DeLibero (RTW) re: vendor claim reconciliation. |
| 11/9/2020 | C. Flynn | 0.4 | Corresponded with J. DeLibero (RTW) re: vendor claims questions. |
| 11/10/2020 | C. Flynn | 2.7 | Reconciled vendor claims for discussion with J. DeLibero (RTW). |
| 11/10/2020 | C. Flynn | 1.9 | Created a claims rec reporting package for RTW Management. |
| 11/10/2020 | H. Tran | 1.0 | Analyzed supporting documents for filed litigation claim. |
| 11/10/2020 | S. Doherty | 1.0 | Prepared analysis of priority claims. |
| 11/10/2020 | H. Tran | 1.0 | Reviewed summary of priority claims. |
| 11/10/2020 | S. Doherty | 1.0 | Updated claims reconciliation tracker with GUC claims filed. |
| 11/10/2020 | S. Doherty | 0.5 | Continued to prepare analysis of priority claims. |
| 11/10/2020 | H. Tran | 0.5 | Corresponded with J. DeLibero (RTW) re: updated source files for claims analysis. |
| 11/10/2020 | H. Tran | 0.5 | Corresponded with M. Percontino (Cole Schotz) re: litigation claims. |
| 11/10/2020 | H. Tran | 0.5 | Corresponded with M. Percontino (Cole Schotz) re: potential settlement discussions. |
| 11/10/2020 | C. Flynn | 0.5 | Held meeting with M. Percontino (Cole Schotz) and S. Perry (Prime Clerk) re: claims reconciliation process. |
| 11/10/2020 | S. Doherty | 0.5 | Reviewed breakdown summary of GUCs. |
| 11/10/2020 | H. Tran | 0.5 | Reviewed breakdown summary of GUCs. |
| 11/10/2020 | S. Doherty | 0.5 | Summarized final GUC claims by claim type. |
| 11/10/2020 | C. Flynn | 0.2 | Corresponded with J. DeLibero (RTW) re: updated source files for claims analysis. |
| 11/10/2020 | C. Flynn | 0.2 | Corresponded with M. Percontino (Cole Schotz) re: litigation claims. |
| 11/10/2020 | C. Flynn | 0.2 | Corresponded with M. Percontino (Cole Schotz) re: potential settlement discussions. |
| 11/10/2020 | C. Flynn | 0.2 | Corresponded with M. Schuback (RTW) re: governmental claims. |
| 11/11/2020 | C. Flynn | 2.2 | Analyzed potential reserve amount for Counsel. |
| 11/11/2020 | H. Tran | 1.5 | Analyzed potential reserve amount re: Counsel request. |

| Date | Professional | Hours | Description |
|---------------------------------------|--------------|-------|---|
| 11. Claim Analysis/ Accounting | | | |
| 11/11/2020 | H. Tran | 1.5 | Reviewed latest claims register. |
| 11/11/2020 | C. Flynn | 1.5 | Reviewed updated claims register. |
| 11/11/2020 | S. Doherty | 1.0 | Continued to review breakdown of claims register. |
| 11/11/2020 | S. Doherty | 1.0 | Reviewed breakdown of claims register. |
| 11/11/2020 | S. Doherty | 0.5 | Developed template for key claims illustration. |
| 11/11/2020 | S. Doherty | 0.5 | Met with P. Selwyn (Prime Clerk) and M. Percontino (Cole Schotz) re: claims reconciliation updates. |
| 11/11/2020 | H. Tran | 0.5 | Met with P. Selwyn (Prime Clerk) and M. Percontino (Cole Schotz) re: claims reconciliation updates. |
| 11/11/2020 | S. Doherty | 0.5 | Refreshed summary of GUCs. |
| 11/12/2020 | C. Flynn | 2.2 | Reviewed intercompany balances for substantive consolidation. |
| 11/12/2020 | H. Tran | 1.5 | Analyzed asserted claim amounts for contracts being terminated. |
| 11/12/2020 | C. Flynn | 1.2 | Analyzed summary of claims re: Counsel review. |
| 11/12/2020 | H. Tran | 1.0 | Reviewed intercompany balances re: claims reconciliation. |
| 11/12/2020 | S. Doherty | 0.5 | Analyzed list of asserted priority claims. |
| 11/12/2020 | H. Tran | 0.5 | Reviewed drafted summary of GUC register. |
| 11/13/2020 | C. Flynn | 2.7 | Prepared claims reconciliation template for RTW team. |
| 11/13/2020 | H. Tran | 1.5 | Reviewed claims reconciliation summary. |
| 11/13/2020 | S. Doherty | 1.0 | Analyzed log of one year history of vendor payments re: claims reconciliation. |
| 11/13/2020 | S. Doherty | 1.0 | Reviewed analysis of priority claims re: summary of claims for UCC review. |
| 11/13/2020 | C. Flynn | 0.5 | Held meeting with RTW (J. Gargano, J. DeLibero, J. Schwartz) re: claims reconciliation kick off. |
| 11/16/2020 | H. Tran | 0.5 | Corresponded with M. Percontino (Cole Schotz) re: PBGC claim. |
| 11/16/2020 | C. Flynn | 0.2 | Corresponded with D. Hristova (PBGC) re: substantive consolidation. |
| 11/16/2020 | C. Flynn | 0.2 | Corresponded with J. Schwartz (RTW) re: claims reconciliation question. |

| Date | Professional | Hours | Description |
|---------------------------------------|--------------|-------|--|
| 11. Claim Analysis/ Accounting | | | |
| 11/16/2020 | C. Flynn | 0.2 | Corresponded with M. Percontino (Cole Schotz) re: PBGC claim. |
| 11/17/2020 | C. Flynn | 2.2 | Analyzed claims register for UCC request. |
| 11/17/2020 | H. Tran | 1.5 | Continued to review latest claims summary. |
| 11/17/2020 | S. Doherty | 1.5 | Drafted summary of key claims. |
| 11/17/2020 | H. Tran | 1.5 | Reviewed latest GUC summary. |
| 11/17/2020 | C. Flynn | 1.2 | Corresponded with several vendors re: claims and past due amounts. |
| 11/17/2020 | H. Tran | 1.0 | Reviewed draft of key merchandise vendor claims summary. |
| 11/17/2020 | S. Doherty | 1.0 | Reviewed drafted summary of claims re: UCC reporting package. |
| 11/17/2020 | S. Doherty | 1.0 | Reviewed PBGC claim. |
| 11/17/2020 | H. Tran | 1.0 | Reviewed PBGC claim. |
| 11/17/2020 | S. Doherty | 1.0 | Reviewed scheduled priority claims from Statements and Schedules. |
| 11/17/2020 | C. Flynn | 0.8 | Reviewed PBGC claim. |
| 11/18/2020 | H. Tran | 1.0 | Met with FTI (M. Berkin, C. Tully) re: corporate office rent claim update. |
| 11/18/2020 | S. Doherty | 1.0 | Met with FTI (M. Berkin, C. Tully) re: corporate office rent claim update. |
| 11/19/2020 | H. Tran | 1.5 | Reviewed claims reconciliation summary. |
| 11/19/2020 | C. Flynn | 1.4 | Reviewed claims reconciliation summary. |
| 11/19/2020 | C. Flynn | 1.0 | Analyzed claims for responses to UCC questions. |
| 11/19/2020 | S. Doherty | 0.6 | Reviewed summary of GUCs. |
| 11/19/2020 | C. Flynn | 0.5 | Corresponded with M. Berkin (FTI) re: claims follow-ups. |
| 11/20/2020 | C. Flynn | 2.4 | Reviewed claims reconciliation progress. |
| 11/20/2020 | H. Tran | 1.5 | Reviewed claims reconciliation summary. |
| 11/20/2020 | H. Tran | 1.5 | Reviewed claims reconciliation summary. |
| 11/20/2020 | H. Tran | 1.0 | Analyzed breakdown of admin priority claims. |

| Date | Professional | Hours | Description |
|---------------------------------------|--------------|-------|---|
| 11. Claim Analysis/ Accounting | | | |
| 11/20/2020 | S. Doherty | 1.0 | Reviewed summary of claims. |
| 11/20/2020 | H. Tran | 0.5 | Corresponded with J. Gargano (RTW) re: claims reconciliation progress. |
| 11/20/2020 | C. Flynn | 0.4 | Corresponded with J. Gargano (RTW) re: claims reconciliation progress. |
| 11/23/2020 | S. Doherty | 0.3 | Reviewed entity breakdown of merchandise vendor re: claims reconciliation. |
| 11/24/2020 | C. Flynn | 1.7 | Analyzed potential reserve amounts for plan confirmation support. |
| 11/24/2020 | H. Tran | 1.5 | Reviewed claims reconciliation summary. |
| 11/24/2020 | H. Tran | 1.0 | Continued to review claims reconciliation summary. |
| 11/24/2020 | S. Doherty | 0.5 | Met with J. Schwarz (RTW) re: lease rejection damage claims. |
| 11/24/2020 | H. Tran | 0.5 | Met with J. Schwarz (RTW) re: lease rejection damage claims. |
| 11/24/2020 | H. Tran | 0.5 | Met with RTW (J. DeLibero, J. Gargano) re: merchandise claims reconciliation. |
| 11/24/2020 | S. Doherty | 0.5 | Met with RTW (J. DeLibero, J. Gargano) re: merchandise claims reconciliation. |
| 11/25/2020 | C. Flynn | 1.9 | Analyzed key trade claims. |
| 11/25/2020 | S. Doherty | 1.0 | Analyzed key claims summary. |
| 11/25/2020 | S. Doherty | 1.0 | Updated key merchandise claims summary. |
| 11/25/2020 | H. Tran | 0.5 | Met with RTW (J. DeLibero, J. Gargano) re: trade claim discussion. |
| 11/25/2020 | S. Doherty | 0.5 | Met with RTW(J. DeLibero, J. Gargano) re: trade claim discussion. |
| 11/30/2020 | C. Flynn | 1.5 | Communicated with vendors re: support for proof of claims. |
| 11/30/2020 | H. Tran | 1.5 | Reviewed claims reconciliation summary. |

Task Code Total Hours**135.5****14. Executory Contracts/ Leases**

| | | | |
|-----------|----------|-----|--|
| 11/2/2020 | H. Tran | 1.0 | Reviewed contracts for estate rejection. |
| 11/2/2020 | C. Flynn | 0.8 | Reviewed contracts for rejection. |

Berkeley Research Group, LLC

Invoice for the 11/1/2020 - 11/30/2020 Period

| Date | Professional | Hours | Description |
|--|--------------|------------|---|
| 14. Executory Contracts/ Leases | | | |
| 11/6/2020 | S. Doherty | 0.7 | Updated list of contracts for estate wind down. |
| 11/6/2020 | H. Tran | 0.5 | Corresponded with J. Gargano (RTW) re: estate contract termination. |
| 11/6/2020 | S. Doherty | 0.5 | Corresponded with J. Gargano (RTW) re: estate contract termination. |
| 11/12/2020 | C. Flynn | 1.8 | Reviewed contracts for rejection. |
| 11/12/2020 | S. Doherty | 0.5 | Reviewed corporate lease termination document. |
| 11/13/2020 | C. Flynn | 0.5 | Held meeting with RTW (J. Gargano, O. Kataura) re: contract rejections. |
| 11/23/2020 | H. Tran | 1.0 | Reviewed list of assumed Newco contracts. |
| 11/23/2020 | C. Flynn | 0.7 | Reviewed list of Newco contracts. |
| Task Code Total Hours | | 8.0 | |
| 18. Operating and Other Reports | | | |
| 11/11/2020 | C. Flynn | 1.0 | Reviewed October MOR. |
| 11/11/2020 | C. Flynn | 0.8 | Provided comments to October MOR. |
| 11/18/2020 | H. Tran | 1.5 | Reviewed consolidated balance sheet re: October MOR. |
| 11/18/2020 | S. Doherty | 1.5 | Reviewed consolidated balance sheet re: October MOR. |
| 11/18/2020 | H. Tran | 1.5 | Reviewed consolidated statement of operations re: October MOR. |
| 11/18/2020 | S. Doherty | 1.5 | Reviewed consolidated statement of operations re: October MOR. |
| 11/18/2020 | H. Tran | 1.0 | Analyzed monthly disbursements from cash flow model re: October MOR. |
| 11/18/2020 | H. Tran | 1.0 | Reviewed October MOR draft. |
| 11/18/2020 | H. Tran | 0.5 | Corresponded with J. Gargano (RTW) re: October MOR. |
| 11/18/2020 | S. Doherty | 0.5 | Reconciled monthly disbursements from cash flow model re: October MOR. |
| 11/18/2020 | S. Doherty | 0.5 | Reconciled monthly receipts from cash flow model re: October MOR. |
| 11/19/2020 | S. Doherty | 1.5 | Continued to prepare October MOR. |
| 11/19/2020 | S. Doherty | 1.5 | Continued to prepare October MOR. |

| Date | Professional | Hours | Description |
|--|--------------|-------------|--|
| 18. Operating and Other Reports | | | |
| 11/19/2020 | S. Doherty | 1.5 | Prepared October MOR. |
| 11/19/2020 | S. Doherty | 1.0 | Reviewed non-operating disbursements from cash flow re: October MOR. |
| 11/19/2020 | H. Tran | 1.0 | Reviewed October MOR draft. |
| 11/19/2020 | C. Flynn | 0.8 | Reviewed October MOR draft. |
| 11/19/2020 | H. Tran | 0.5 | Corresponded with T. Von Recklinghausen (RTW) re: October MOR. |
| 11/19/2020 | H. Tran | 0.5 | Reviewed October bank statement balances re: October MOR. |
| 11/20/2020 | S. Doherty | 1.5 | Prepared October MOR. |
| 11/20/2020 | C. Flynn | 1.3 | Reviewed October MOR. |
| 11/20/2020 | S. Doherty | 1.0 | Analyzed monthly bank account statements re: October MOR. |
| 11/20/2020 | S. Doherty | 0.3 | Analyzed AP file re: October MOR. |
| 11/30/2020 | C. Flynn | 1.1 | Conducted final review of the October MOR. |
| Task Code Total Hours | | 24.8 | |

19. Cash Flow/Cash Management/ Liquidity

| | | | |
|-----------|------------|-----|--|
| 11/2/2020 | C. Flynn | 1.9 | Updated cash forecast to reflect latest reconciled TSA amounts. |
| 11/2/2020 | H. Tran | 1.5 | Reviewed cash forecast of reconciled TSA amounts. |
| 11/2/2020 | C. Flynn | 1.2 | Reviewed employee payments for compliance with wages and benefits motion. |
| 11/2/2020 | S. Doherty | 1.0 | Prepared variance report re: weekly reporting package for UCC. |
| 11/2/2020 | S. Doherty | 1.0 | Updated cash flow model with actuals for week ending 10/31/20. |
| 11/2/2020 | S. Doherty | 1.0 | Updated transition services cash flow summary for week ending 10/31/20. |
| 11/2/2020 | C. Flynn | 0.6 | Reviewed payroll TSA invoice. |
| 11/2/2020 | S. Doherty | 0.5 | Prepared payroll invoice re: transition services reimbursement from Newco. |
| 11/2/2020 | H. Tran | 0.5 | Reviewed TSA payroll invoice. |
| 11/2/2020 | S. Doherty | 0.5 | Reviewed TSA payroll invoice. |

| Date | Professional | Hours | Description |
|---|--------------|-------|--|
| 19. Cash Flow/Cash Management/ Liquidity | | | |
| 11/2/2020 | C. Flynn | 0.4 | Created a reconciliation of merchandise invoices for TSA. |
| 11/2/2020 | C. Flynn | 0.2 | Reviewed contractor invoices for TSA invoicing. |
| 11/3/2020 | H. Tran | 1.5 | Reviewed weekly cash flow update. |
| 11/3/2020 | H. Tran | 1.0 | Reviewed latest reporting package re: UCC distribution. |
| 11/3/2020 | S. Doherty | 1.0 | Reviewed post-petition AP file re: aggregation of ordinary course professional fees. |
| 11/3/2020 | H. Tran | 1.0 | Reviewed weekly variance report. |
| 11/3/2020 | C. Flynn | 1.0 | Updated cash forecast for latest assumptions. |
| 11/3/2020 | C. Flynn | 0.6 | Reviewed latest reporting package. |
| 11/3/2020 | S. Doherty | 0.5 | Corresponded with C. Tiaralike (RTW) re: reconciliation of TSA invoices. |
| 11/3/2020 | H. Tran | 0.5 | Reviewed weekly payments register re: cash flow update. |
| 11/3/2020 | S. Doherty | 0.5 | Updated commentary on weekly variance report. |
| 11/3/2020 | S. Doherty | 0.5 | Updated credit card holdback summary re: transition services. |
| 11/4/2020 | R. Duffy | 1.0 | Reviewed cash flow forecast. |
| 11/5/2020 | H. Tran | 1.5 | Reviewed flow of funds memo re: cash flow analysis. |
| 11/5/2020 | C. Flynn | 1.2 | Updated reporting package for comments from RTW Management. |
| 11/5/2020 | S. Doherty | 1.0 | Reviewed flow of funds memo re: cash flow analysis. |
| 11/5/2020 | H. Tran | 1.0 | Reviewed flow of funds memo re: cash flow analysis. |
| 11/5/2020 | S. Doherty | 0.5 | Analyzed forecasted wind down expenses through effective date of the plan. |
| 11/5/2020 | S. Doherty | 0.5 | Reviewed objection to motion to release funds in transition services escrow account. |
| 11/6/2020 | C. Flynn | 2.3 | Updated cash forecast for latest assumptions. |
| 11/6/2020 | C. Flynn | 1.6 | Analyzed prior weeks payment break out between estate and Newco. |
| 11/6/2020 | S. Doherty | 1.0 | Analyzed weekly disbursements re: weekly cash flow update. |

| Date | Professional | Hours | Description |
|---|--------------|-------|---|
| 19. Cash Flow/Cash Management/ Liquidity | | | |
| 11/6/2020 | H. Tran | 1.0 | Reviewed tracker of TSA invoices re: cash flow accuracy. |
| 11/6/2020 | H. Tran | 1.0 | Reviewed weekly disbursement file re: cash flow update. |
| 11/6/2020 | S. Doherty | 1.0 | Summarized all TSA-related invoices re: October reporting. |
| 11/6/2020 | H. Tran | 0.5 | Corresponded with N. Beckerman (RTW) re: outstanding TSA invoices. |
| 11/6/2020 | S. Doherty | 0.5 | Updated credit card holdback summary re: transition services. |
| 11/6/2020 | S. Doherty | 0.3 | Reconciled Newco invoices to treasury file. |
| 11/6/2020 | C. Flynn | 0.2 | Corresponded with N. Beckerman (RTW) re: open invoices. |
| 11/9/2020 | C. Flynn | 1.8 | Updated cash forecast for latest actuals. |
| 11/9/2020 | C. Flynn | 1.2 | Updated cash forecast reporting package. |
| 11/9/2020 | S. Doherty | 1.0 | Continued to update cash flow model with actuals for week ending 11/7/20. |
| 11/9/2020 | S. Doherty | 1.0 | Prepared variance report re: weekly reporting package for UCC. |
| 11/9/2020 | C. Flynn | 1.0 | Provided comments on TSA invoice draft. |
| 11/9/2020 | H. Tran | 1.0 | Reviewed first day orders to ensure payment compliance. |
| 11/9/2020 | H. Tran | 1.0 | Reviewed motion re: release Letters of Credit from escrow account. |
| 11/9/2020 | H. Tran | 1.0 | Reviewed weekly variance report. |
| 11/9/2020 | S. Doherty | 1.0 | Updated cash flow model with actuals for week ending 11/7/20. |
| 11/9/2020 | S. Doherty | 1.0 | Updated transition services cash flow summary for week ending 11/7/20. |
| 11/9/2020 | C. Flynn | 0.8 | Reviewed first day orders to ensure payment compliance. |
| 11/9/2020 | H. Tran | 0.5 | Provided comments on weekly variance report. |
| 11/9/2020 | S. Doherty | 0.5 | Reviewed motion re: release Letters of Credit from escrow account. |
| 11/9/2020 | H. Tran | 0.5 | Reviewed weekly cash flow model update. |
| 11/9/2020 | S. Doherty | 0.3 | Updated variance report commentary re: UCC reporting package. |
| 11/10/2020 | H. Tran | 1.5 | Reviewed weekly cash flow update. |

| Date | Professional | Hours | Description |
|---|--------------|-------|---|
| 19. Cash Flow/Cash Management/ Liquidity | | | |
| 11/10/2020 | C. Flynn | 0.6 | Updated cash forecast for latest assumptions. |
| 11/10/2020 | S. Doherty | 0.5 | Prepared payroll invoice re: transition services reimbursement from Newco. |
| 11/10/2020 | S. Doherty | 0.5 | Reviewed TSA payroll invoice. |
| 11/10/2020 | H. Tran | 0.5 | Reviewed TSA payroll invoice. |
| 11/10/2020 | S. Doherty | 0.5 | Updated credit card receipt and holdback summary re: transition services. |
| 11/11/2020 | H. Tran | 1.5 | Reviewed Newco payroll invoice re: payment allocation for estate versus Newco. |
| 11/11/2020 | C. Flynn | 1.3 | Reviewed TSA invoicing for cash forecast. |
| 11/11/2020 | H. Tran | 1.0 | Analyzed compensation data for transition services consultants. |
| 11/11/2020 | S. Doherty | 1.0 | Reviewed post-petition rent AP re: cash flow updates. |
| 11/11/2020 | C. Flynn | 0.7 | Updated cash forecast with latest TSA assumptions. |
| 11/11/2020 | S. Doherty | 0.5 | Analyzed compensation data for transition services consultants. |
| 11/11/2020 | S. Doherty | 0.5 | Updated Newco payroll invoice to include consultants for go-forward billing. |
| 11/12/2020 | C. Flynn | 1.7 | Reviewed outstanding TSA invoices. |
| 11/12/2020 | S. Doherty | 1.0 | Analyzed TSA cashflow re: summarized cash collections of Newco throughout TSA period. |
| 11/12/2020 | C. Flynn | 0.6 | Reviewed cumulative TSA cashflows for forecasting. |
| 11/12/2020 | S. Doherty | 0.5 | Analyzed invoice from US Trustee to budget re: compared to budget. |
| 11/12/2020 | S. Doherty | 0.5 | Compared Ecommerce expenses to previous forecast. |
| 11/12/2020 | S. Doherty | 0.5 | Compared operating expenses to previous forecast. |
| 11/13/2020 | S. Doherty | 1.5 | Analyzed weekly disbursements re: weekly cash flow update. |
| 11/13/2020 | H. Tran | 1.5 | Reviewed professional fee payment summary. |
| 11/13/2020 | C. Flynn | 1.3 | Updated cash forecast for latest assumptions. |
| 11/13/2020 | S. Doherty | 1.0 | Reconciled weekly disbursement register to Newco invoice. |

| Date | Professional | Hours | Description |
|---|--------------|-------|---|
| 19. Cash Flow/Cash Management/ Liquidity | | | |
| 11/13/2020 | H. Tran | 1.0 | Reviewed credit card receipt summary re: transition services. |
| 11/13/2020 | H. Tran | 1.0 | Reviewed weekly disbursement file re: cash flow update. |
| 11/13/2020 | H. Tran | 0.5 | Corresponded with M. Schuback (RTW) re: professional fee payments. |
| 11/13/2020 | H. Tran | 0.5 | Provided comments on professional fee payment summary. |
| 11/13/2020 | S. Doherty | 0.5 | Reviewed professional fee invoice re: escrow account reconciliation. |
| 11/13/2020 | S. Doherty | 0.5 | Updated credit card holdback summary re: transition services. |
| 11/13/2020 | C. Flynn | 0.2 | Corresponded with M. Schuback (RTW) re: professional fee payments. |
| 11/16/2020 | S. Doherty | 2.0 | Updated cash flow model with actuals for week ending 11/14/20. |
| 11/16/2020 | C. Flynn | 1.9 | Updated cash forecast for latest actuals. |
| 11/16/2020 | H. Tran | 1.5 | Reviewed weekly updates to cash flow model. |
| 11/16/2020 | C. Flynn | 1.5 | Updated cash forecast for latest assumptions. |
| 11/16/2020 | C. Flynn | 1.1 | Updated cash forecast reporting package. |
| 11/16/2020 | S. Doherty | 1.0 | Analyzed US Trustee fee re: compared to forecast. |
| 11/16/2020 | H. Tran | 1.0 | Analyzed variance of US Trustee payment to forecast. |
| 11/16/2020 | H. Tran | 1.0 | Reviewed weekly variance report. |
| 11/16/2020 | S. Doherty | 1.0 | Updated transition services cash flow summary for week ending 11/14/20. |
| 11/16/2020 | C. Flynn | 0.9 | Analyzed US Trustee fee to confirm amount. |
| 11/16/2020 | C. Flynn | 0.9 | Reviewed TSA payroll invoices. |
| 11/16/2020 | S. Doherty | 0.7 | Corresponded with J. Gargano (RTW) re: US Trustee payment. |
| 11/16/2020 | H. Tran | 0.5 | Corresponded with J. Gargano (RTW) re: US Trustee payment. |
| 11/16/2020 | S. Doherty | 0.5 | Prepared variance report re: weekly reporting package for UCC. |
| 11/16/2020 | H. Tran | 0.5 | Provided comments on weekly variance report. |
| 11/16/2020 | C. Flynn | 0.2 | Corresponded with J. Gargano (RTW) re: US Trustee fee. |

| Date | Professional | Hours | Description |
|---|--------------|-------|--|
| 19. Cash Flow/Cash Management/ Liquidity | | | |
| 11/17/2020 | H. Tran | 1.5 | Reviewed weekly cash flow update. |
| 11/17/2020 | C. Flynn | 1.3 | Updated reporting package for comments from RTW Management. |
| 11/17/2020 | C. Flynn | 0.8 | Reconciled credit card funding amounts for TSA. |
| 11/17/2020 | S. Doherty | 0.5 | Reviewed consultant invoice amounts re: Newco payroll invoice. |
| 11/17/2020 | H. Tran | 0.5 | Reviewed TSA payroll invoice. |
| 11/17/2020 | H. Tran | 0.5 | Reviewed weekly variance report. |
| 11/17/2020 | S. Doherty | 0.5 | Updated variance report commentary re: UCC reporting package. |
| 11/18/2020 | S. Doherty | 0.5 | Updated credit card holdback summary re: transition services. |
| 11/19/2020 | H. Tran | 1.0 | Reviewed credit card holdback summary re: transition services. |
| 11/20/2020 | C. Flynn | 2.2 | Created updated cash forecast for UCC. |
| 11/20/2020 | C. Flynn | 1.2 | Created updated cash forecast bridge for UCC. |
| 11/20/2020 | S. Doherty | 1.0 | Analyzed weekly disbursements re: weekly cash flow update. |
| 11/20/2020 | H. Tran | 1.0 | Reviewed weekly disbursement file re: cash flow update. |
| 11/23/2020 | C. Flynn | 2.1 | Updated cash forecast for comments from RTW Management. |
| 11/23/2020 | H. Tran | 1.5 | Reviewed transition services cash flow summary. |
| 11/23/2020 | C. Flynn | 1.2 | Reviewed open TSA invoices. |
| 11/23/2020 | S. Doherty | 1.0 | Continued to update cash flow model with actuals for week ending 11/21/20. |
| 11/23/2020 | S. Doherty | 1.0 | Prepared variance report re: weekly reporting package for UCC. |
| 11/23/2020 | H. Tran | 1.0 | Reviewed cash forecast for remaining operating expenses in AP. |
| 11/23/2020 | H. Tran | 1.0 | Reviewed weekly variance report. |
| 11/23/2020 | S. Doherty | 1.0 | Updated cash flow model with actuals for week ending 11/21/20. |
| 11/23/2020 | S. Doherty | 1.0 | Updated credit card receipt and holdback summary re: transition services. |
| 11/23/2020 | S. Doherty | 0.7 | Reviewed budget for health and benefits runout. |

| Date | Professional | Hours | Description |
|---|--------------|-------|--|
| 19. Cash Flow/Cash Management/ Liquidity | | | |
| 11/23/2020 | C. Flynn | 0.5 | Held meeting with N. Beckerman (RTW) re: cash forecast. |
| 11/23/2020 | H. Tran | 0.5 | Provided comments on weekly variance report. |
| 11/23/2020 | S. Doherty | 0.5 | Updated transition services cash flow summary for week ending 11/21/20. |
| 11/24/2020 | H. Tran | 1.5 | Reviewed weekly cash flow update. |
| 11/24/2020 | H. Tran | 1.0 | Reviewed credit card holdback summary re: transition services. |
| 11/24/2020 | S. Doherty | 1.0 | Reviewed professional fee funding summary. |
| 11/24/2020 | C. Flynn | 1.0 | Reviewed weekly reporting package. |
| 11/24/2020 | C. Flynn | 0.9 | Reviewed TSA payroll invoice. |
| 11/24/2020 | H. Tran | 0.5 | Met with N. Beckerman (RTW) re: TSA invoicing. |
| 11/24/2020 | S. Doherty | 0.5 | Met with N. Beckerman (RTW) re: TSA invoicing. |
| 11/24/2020 | S. Doherty | 0.5 | Prepared payroll invoice re: transition services reimbursement from Newco. |
| 11/24/2020 | S. Doherty | 0.5 | Reviewed consultant invoice amounts re: Newco payroll invoice. |
| 11/24/2020 | S. Doherty | 0.5 | Reviewed TSA payroll invoice. |
| 11/24/2020 | H. Tran | 0.5 | Reviewed TSA payroll invoice. |
| 11/24/2020 | H. Tran | 0.5 | Reviewed weekly disbursement file re: cash flow update. |
| 11/24/2020 | S. Doherty | 0.5 | Updated variance report commentary re: UCC reporting package. |
| 11/24/2020 | C. Flynn | 0.2 | Provided comments on reporting package. |
| 11/25/2020 | C. Flynn | 1.4 | Created TSA invoices. |
| 11/25/2020 | C. Flynn | 1.1 | Reviewed payroll mechanics for TSA invoicing. |
| 11/25/2020 | S. Doherty | 1.0 | Analyzed weekly disbursements re: weekly cash flow update. |
| 11/25/2020 | S. Doherty | 1.0 | Built summary of prepayment of invoices re: Newco TSA billing. |
| 11/25/2020 | S. Doherty | 0.5 | Prepared payroll invoice re: transition services reimbursement from Newco. |
| 11/25/2020 | H. Tran | 0.5 | Reviewed TSA payroll invoice. |

Berkeley Research Group, LLC

Invoice for the 11/1/2020 - 11/30/2020 Period

| Date | Professional | Hours | Description |
|------|--------------|-------|-------------|
|------|--------------|-------|-------------|

19. Cash Flow/Cash Management/ Liquidity

| | | | |
|------------|------------|-----|--|
| 11/25/2020 | S. Doherty | 0.5 | Updated credit card holdback summary re: transition services. |
| 11/30/2020 | C. Flynn | 2.0 | Updated Cash forecast for previous weeks activity. |
| 11/30/2020 | H. Tran | 1.0 | Prepared summary schedule of prepayment invoices re: transition services payment reconciliation. |
| 11/30/2020 | S. Doherty | 1.0 | Prepared variance report re: weekly reporting package for UCC. |
| 11/30/2020 | H. Tran | 1.0 | Reviewed weekly cash flow update. |
| 11/30/2020 | H. Tran | 1.0 | Reviewed weekly variance report. |
| 11/30/2020 | S. Doherty | 1.0 | Updated cash flow model with actuals for week ending 11/28/20. |
| 11/30/2020 | C. Flynn | 0.9 | Reviewed TSA invoicing process. |
| 11/30/2020 | S. Doherty | 0.5 | Prepared payroll invoice re: transition services reimbursement from Newco. |
| 11/30/2020 | H. Tran | 0.5 | Provided comments on weekly variance report. |
| 11/30/2020 | S. Doherty | 0.5 | Reviewed schedule of payroll invoices on prepayment cadence. |
| 11/30/2020 | H. Tran | 0.5 | Reviewed TSA payroll invoice. |
| 11/30/2020 | S. Doherty | 0.5 | Updated transition services cash flow summary for week ending 11/28/20. |

| | |
|------------------------------|--------------|
| Task Code Total Hours | 140.7 |
|------------------------------|--------------|

27. Plan of Reorganization/ Disclosure Statement

| | | | |
|------------|------------|-----|--|
| 11/16/2020 | R. Duffy | 1.0 | Reviewed drafted Plan of Liquidation. |
| 11/24/2020 | C. Flynn | 1.5 | Reviewed Plan of Liquidation for reserve analysis. |
| 11/24/2020 | S. Doherty | 1.0 | Reviewed Plan of Liquidation. |

| | |
|------------------------------|------------|
| Task Code Total Hours | 3.5 |
|------------------------------|------------|

36. Operation Management

| | | | |
|-----------|------------|-----|--|
| 11/2/2020 | C. Flynn | 1.0 | Held meeting with RTW (S. Toal, M. Schuback, N. Beckerman) re: TSA wind down planning. |
| 11/2/2020 | S. Doherty | 1.0 | Met with S. Toal (RTW) re: transition services wind down. |
| 11/2/2020 | H. Tran | 1.0 | Met with S. Toal re: transition services wind down. |

| Date | Professional | Hours | Description |
|---------------------------------|--------------|-------|---|
| 36. Operation Management | | | |
| 11/2/2020 | S. Doherty | 0.5 | Prepared list of estate wind down activities re: discussion with Company and Counsel. |
| 11/2/2020 | H. Tran | 0.5 | Reviewed list of TSA wind down activities re: Counsel discussion preparation. |
| 11/3/2020 | S. Doherty | 1.0 | Developed summary of benefits wind down plan. |
| 11/3/2020 | H. Tran | 1.0 | Reviewed latest wind down plan. |
| 11/3/2020 | S. Doherty | 0.5 | Reviewed list of benefits for termination re: estate wind down. |
| 11/4/2020 | S. Doherty | 0.5 | Reviewed documents outlining sales tax account closures. |
| 11/4/2020 | H. Tran | 0.5 | Reviewed documents outlining sales tax account closures. |
| 11/4/2020 | C. Flynn | 0.2 | Corresponded with T. Magaldi (RTW) re: final sale tax filings. |
| 11/5/2020 | C. Flynn | 1.0 | Held meeting with RTW(S. Toal, F. Bradley, M. Schuback) re: benefits wind down. |
| 11/5/2020 | H. Tran | 1.0 | Met with RTW (S. Toal, F. Bradley) re: estate benefits wind down. |
| 11/5/2020 | S. Doherty | 1.0 | Met with RTW (S. Toal, F. Bradley) re: estate benefits wind down. |
| 11/6/2020 | H. Tran | 1.0 | Reviewed list of benefits to terminate re: estate wind down. |
| 11/10/2020 | H. Tran | 1.5 | Met with FTI (M. Berkin, C. Tully) re: transition services updates. |
| 11/10/2020 | S. Doherty | 1.5 | Met with FTI (M. Berkin, C. Tully) re: transition services updates. |
| 11/11/2020 | H. Tran | 1.5 | Reviewed latest wind down plan. |
| 11/12/2020 | H. Tran | 1.0 | Updated list of benefits to terminate re: estate wind down. |
| 11/12/2020 | S. Doherty | 0.5 | Reviewed termination notices of benefits re: estate wind down. |
| 11/16/2020 | H. Tran | 1.0 | Reviewed latest wind down plan. |
| 11/16/2020 | H. Tran | 1.0 | Updated list of benefits to terminate re: estate wind down. |
| 11/17/2020 | S. Doherty | 0.5 | Prepared payroll invoice re: transition services reimbursement from Newco. |
| 11/17/2020 | S. Doherty | 0.5 | Reviewed TSA payroll invoice. |
| 11/18/2020 | H. Tran | 1.0 | Met with RTW (S. Toal, F. Bradley) re: estate benefits wind down. |

| Date | Professional | Hours | Description |
|---------------------------------|--------------|-------|--|
| 36. Operation Management | | | |
| 11/18/2020 | S. Doherty | 1.0 | Met with RTW (S. Toal, F. Bradley) re: estate benefits wind down. |
| 11/19/2020 | C. Flynn | 1.2 | Reviewed RTW benefit program wind down plan. |
| 11/19/2020 | H. Tran | 1.0 | Built summary of payroll invoices to date re: transition services. |
| 11/19/2020 | H. Tran | 1.0 | Reviewed latest wind down plan. |
| 11/19/2020 | C. Flynn | 0.4 | Corresponded with J. Gargano (RTW) re: potential tax liabilities. |
| 11/19/2020 | S. Doherty | 0.4 | Corresponded with J. Gargano (RTW) re: potential tax liabilities. |
| 11/19/2020 | C. Flynn | 0.2 | Corresponded with N. Beckerman (RTW) re: wind down expenses. |
| 11/20/2020 | H. Tran | 1.0 | Updated list of benefits to terminate re: estate wind down. |
| 11/23/2020 | C. Flynn | 2.3 | Created work plan for estate wind down. |
| 11/23/2020 | C. Flynn | 1.3 | Reviewed 401k benefit wind down options. |
| 11/23/2020 | H. Tran | 1.0 | Reviewed budget for health and benefits runout. |
| 11/23/2020 | H. Tran | 1.0 | Reviewed latest wind down plan. |
| 11/23/2020 | C. Flynn | 0.9 | Reviewed final TSA for invoice criteria. |
| 11/23/2020 | H. Tran | 0.5 | Analyzed aggregated expense summary re: estate wind down. |
| 11/25/2020 | H. Tran | 1.5 | Updated list of benefits to terminate re: estate wind down. |
| 11/25/2020 | C. Flynn | 0.6 | Reviewed TSA for compliance. |
| 11/25/2020 | S. Doherty | 0.5 | Reviewed TSA re: prepayment cadence compliance. |
| 11/30/2020 | H. Tran | 1.0 | Reviewed latest wind down plan. |

| | |
|------------------------------|-------------|
| Task Code Total Hours | 38.5 |
|------------------------------|-------------|

37. Vendor Management

| | | | |
|-----------|------------|-----|---|
| 11/4/2020 | H. Tran | 1.0 | Reviewed merchandise vendor invoice re: transition services reimbursement from Newco. |
| 11/4/2020 | S. Doherty | 0.5 | Prepared merchandise vendor invoice re: transition services reimbursement from Newco. |
| 11/4/2020 | S. Doherty | 0.5 | Reviewed TSA merchandise vendor invoice. |

| Date | Professional | Hours | Description |
|------------------------------|--------------|-------|---|
| 37. Vendor Management | | | |
| 11/5/2020 | H. Tran | 1.0 | Reviewed summary of vendors for go-forward re: contract cancellation. |
| 11/5/2020 | S. Doherty | 1.0 | Summarized vendors for go-forward re: contract cancellation. |
| 11/5/2020 | S. Doherty | 0.7 | Analyzed transition services vendor list. |
| 11/5/2020 | H. Tran | 0.5 | Reviewed draft of ecommerce vendor invoice. |
| 11/6/2020 | H. Tran | 1.0 | Built summary of go versus no-go vendor contracts re: estate wind down. |
| 11/6/2020 | H. Tran | 1.0 | Reviewed list of vendor contracts re: estate wind down. |
| 11/6/2020 | H. Tran | 1.0 | Reviewed TSA ecommerce vendor invoice. |
| 11/6/2020 | S. Doherty | 1.0 | Summarized go-forward vendors for Newco re: estate vendor agreement termination. |
| 11/6/2020 | S. Doherty | 0.5 | Prepared ecommerce vendor invoice re: transition services reimbursement from Newco. |
| 11/6/2020 | S. Doherty | 0.5 | Reviewed TSA ecommerce vendor invoice. |
| 11/12/2020 | H. Tran | 1.0 | Analyzed list of IT vendor agreements re: estate wind down. |
| 11/12/2020 | H. Tran | 1.0 | Continued to analyze list of IT vendor agreements re: estate wind down. |
| 11/12/2020 | H. Tran | 1.0 | Reviewed merchandise vendor invoice re: transition services reimbursement from Newco. |
| 11/12/2020 | S. Doherty | 0.5 | Corresponded with O. Kataura (RTW) re: transfer of IT vendor agreements. |
| 11/12/2020 | H. Tran | 0.5 | Corresponded with O. Kataura (RTW) re: transfer of IT vendor agreements. |
| 11/12/2020 | S. Doherty | 0.5 | Prepared merchandise vendor invoice re: transition services reimbursement from Newco. |
| 11/12/2020 | S. Doherty | 0.5 | Reviewed TSA merchandise vendor invoice. |
| 11/13/2020 | S. Doherty | 1.0 | Prepared ecommerce vendor invoice re: transition services reimbursement from Newco. |
| 11/13/2020 | H. Tran | 1.0 | Reviewed TSA ecommerce vendor invoice. |
| 11/13/2020 | H. Tran | 0.5 | Met with RTW (J. Gargano, O. Kataura) re: wind down of IT contracts. |
| 11/13/2020 | S. Doherty | 0.5 | Met with RTW (J. Gargano, O. Kataura) re: wind down of IT contracts. |

Berkeley Research Group, LLC

Invoice for the 11/1/2020 - 11/30/2020 Period

| Date | Professional | Hours | Description |
|------------------------------|--------------|--------------|---|
| 37. Vendor Management | | | |
| 11/13/2020 | S. Doherty | 0.5 | Reviewed TSA ecommerce vendor invoice. |
| 11/19/2020 | H. Tran | 1.0 | Reviewed merchandise vendor invoice re: transition services reimbursement from Newco. |
| 11/19/2020 | C. Flynn | 0.9 | Reviewed required go forward vendors list. |
| 11/19/2020 | S. Doherty | 0.5 | Prepared merchandise vendor invoice re: transition services reimbursement from Newco. |
| 11/19/2020 | S. Doherty | 0.5 | Reviewed TSA merchandise vendor invoice. |
| 11/20/2020 | H. Tran | 1.0 | Reviewed TSA ecommerce vendor invoice. |
| 11/20/2020 | S. Doherty | 0.7 | Updated TSA ecommerce vendor invoice tracker. |
| 11/20/2020 | S. Doherty | 0.5 | Prepared ecommerce vendor invoice re: transition services reimbursement from Newco. |
| 11/20/2020 | S. Doherty | 0.5 | Reviewed TSA ecommerce vendor invoice. |
| 11/25/2020 | S. Doherty | 1.0 | Prepared merchandise vendor invoice re: transition services reimbursement from Newco. |
| 11/25/2020 | H. Tran | 1.0 | Reviewed merchandise vendor invoice re: transition services reimbursement from Newco. |
| 11/25/2020 | S. Doherty | 0.5 | Reviewed TSA merchandise vendor invoice. |
| 11/30/2020 | H. Tran | 1.0 | Reviewed TSA ecommerce vendor invoice. |
| 11/30/2020 | S. Doherty | 0.5 | Prepared ecommerce vendor invoice re: transition services reimbursement from Newco. |
| 11/30/2020 | S. Doherty | 0.5 | Reviewed TSA ecommerce vendor invoice. |
| Task Code Total Hours | | 28.8 | |
| Total Hours | | 424.6 | |